

Exhibit D

9825360403

**FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY**

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional) B. FILING OFFICE ACCT. # (optional)

C. RETURN COPY TO: (Name and Mailing Address)

NDR, INC.2601 N. 3rd Street, Suite 202
Phoenix, AZ 85004

24847

FILED
SACRAMENTO, CA
SEP 04, 1998 AT 0800

BILL JONES
SECRETARY OF STATE

D. OPTIONAL DESIGNATION (If applicable): LESSOR/LESSEE CONSIGNOR/CONSIGNEE NON-UCC FILING

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME

OR Del Norte Chevrolet-Olds Co.

1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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1c. MAILING ADDRESS 811 Highway 86	CITY Brawley	STATE CA	COUNTRY USA	POSTAL CODE 92227
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1d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, If any	<input type="checkbox"/> NONE
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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2c. MAILING ADDRESS	CITY	STATE	COUNTRY	POSTAL CODE
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2d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, If any	<input type="checkbox"/> NONE
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3. SECURED PARTY'S (ORIGINAL S/P OR ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - Insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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3c. MAILING ADDRESS P.O. Box 29720 MAC 4016-016	CITY Phoenix	STATE AZ	COUNTRY USA	POSTAL CODE [REDACTED]
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4. This FINANCING STATEMENT covers the following types or items of property:

See attached Schedule A

5. CHECK This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest
 BOX (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the
 (if applicable) debtor's location was changed to this state, or (b) in accordance with other statutory provisions (additional data may be required)

7. If filed in Florida (check one)
 Documentary Documentary stamp
 stamp tax paid stamp tax not applicable

6. REQUIRED SIGNATURE(S) Del Norte Chevrolet-Olds Co.

By: *Chris J. Sauer* President

8. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS
 Attach Addendum (if applicable)

By: *Wells Fargo Bank* Vice President

9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s)
 [ADDITIONAL FEE] (optional) All Debtors Debtor 1 Debtor 2

(1) FILING OFFICER COPY:— NATIONAL FINANCING STATEMENT (FORM UCC1) (TRANS) (REV. 12/18/95)

EXHIBIT D

PAGE 34

REORDER FROM
Registré, Inc.
 514 PIERCE ST.
 P.O. BOX 218
 ANOKA, MN 55303
 (612) 421-1713

SCHEDULE A

All general intangible, accounts, chattel paper, inventory and equipment. In addition, the word "collateral" includes all the following whether now owned or hereafter acquired, whether now existing or hereafter arising, and wherever located:

- (a) all attachments, accessions, accessories, tools, parts, supplies, increases, and additions to and all replacements of and substitutions for any property described above.
- (b) All products and produce of any of the property described in this Collateral section.
- (c) All accounts, contract rights, general intangibles, instruments, rents, monies, payments, and all other rights, arising out of a sale, lease, or other disposition of any of the property described in this Collateral section.
- (d) All proceeds (including insurance proceeds) from the sale, destruction, loss or other disposition of any of the property described in this Collateral section.
- (e) All records and data relating to any of the property described in this Collateral section, whether in the form of a writing, photograph, microfilm, microfiche, or electronic media, together with all of Grantor's right, title, and interest in and to all computer software required to utilize, create, maintain, and process any such records or data on electronic media.

9825360403

03108C0528

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

National Document Filing & Retrieval Inc.
2601 N. 3rd St. Ste. 202
Phoenix, AZ 85004

FILED
SACRAMENTO, CA
APR 18, 2003 AT 1700
KEVIN SHELLEY
SECRETARY OF STATE

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
9825360403

1b. This FINANCING STATEMENT AMENDMENT is
 to be filed (or record) (or recorded) in the
REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in Item 7a or 7b and address of assignee in Item 7c; and also give name of assignor in Item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
Also check one of the following three boxes and provide appropriate information in Items 6 and/or 7.

CHANGE name and/or address: Give current record name in Item 6a or 6b; also give new name (if name change) in Item 7a or 7b and/or new address (if address change) in Item 7c. DELETE name: Give record name to be deleted in Item 6a or 6b. ADD name: Complete Item 7a or 7b, and also Item 7c; also complete Items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME Del Norte Chevrolet-Olds Co.

OR 6b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

7c. MAILING ADDRESS

811 Highway 86

CITY

Brawley

STATE

CA

POSTAL CODE

92227

COUNTRY

US

7d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION

Corporation

7f. JURISDICTION OF ORGANIZATION

California

7g. ORGANIZATIONAL ID #: if any

NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.



9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME Wells Fargo Bank, a National Association

OR 9b. INDIVIDUAL'S LAST NAME

FIRST NAME

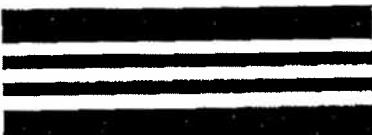
MIDDLE NAME

SUFFIX

10. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/28/98)

03126C0115



UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

National Document Filing & Retrieval
 2601 North 3rd Street Suite 202
 Phoenix, AZ 85004

FILED
 SACRAMENTO, CA
 MAY 05, 2003 AT 1700
 KEVIN SHELLEY
 SECRETARY OF STATE

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1b. INITIAL FINANCING STATEMENT FILE #
 9825360403

1b. This FINANCING STATEMENT AMENDMENT is
 to be filed (or record) (or recorded) in the
 REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in Item 7a or 7b and address of assignee in Item 7c; and also give name of assignor in Item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in Items 8 and/or 7.

CHANGE name and/or address: Give current record name in Item 6a or 6b; also give new name (if name change) in Item 7a or 7b and/or new address (if address change) in Item 7c. DELETE name: Give record name ADD name: Complete Item 7a or 7b, and also to be deleted in Item 6a or 6b. (Item 7c; also complete Items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME **Del Norte Chevrolet -Olds Co.**

OR 6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

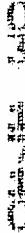
7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS **811 Highway 86** CITY **Brawley** STATE **CA** POSTAL CODE **92227** COUNTRY **US**

7d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR **Corporation** 7e. TYPE OF ORGANIZATION **California** 7f. JURISDICTION OF ORGANIZATION **California** 7g. ORGANIZATIONAL ID #: If any **C0520679** NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.



9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME **Wells Fargo Bank, a National Association**

OR 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98)

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) UCC DIRECT SERVICES 2727 ALLEN PARKWAY HOUSTON, TX 77019 USA	
DOCUMENT NUMBER: 17076510002 FILING NUMBER: 08-71589549 FILING DATE: 05/23/2008 09:21 IMAGE GENERATED ELECTRONICALLY FOR XML FILING THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY	
1a. INITIAL FINANCING STATEMENT FILE # 98-25360403	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.
2. <input type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination.	
3. <input type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.	
4. <input type="checkbox"/> ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.	
5. AMENDMENT (PARTY INFORMATION): This Amendment affects <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. Check only one of these. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.	
<input type="checkbox"/> CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party.	<input type="checkbox"/> DELETE name: Give record name to <input type="checkbox"/> ADD name: Complete item 7a or 7b, be deleted in item 6a or 6b. and also item 7c
6. CURRENT RECORD INFORMATION:	
6a. ORGANIZATION'S NAME OR 6b. INDIVIDUAL'S LAST NAME <input type="checkbox"/> FIRST NAME <input type="checkbox"/> MIDDLE NAME <input type="checkbox"/> SUFFIX	
7. CHANGED (NEW) OR ADDED INFORMATION:	
7a. ORGANIZATION'S NAME OR 7b. INDIVIDUAL'S LAST NAME <input type="checkbox"/> FIRST NAME <input type="checkbox"/> MIDDLE NAME <input type="checkbox"/> SUFFIX	
7c. MAILING ADDRESS <input type="checkbox"/> CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY	
7d. SEE INSTRUCTIONS <input type="checkbox"/> ADD'L DEBTOR INFO	7e. TYPE OF ORGANIZATION <input type="checkbox"/> 7f. JURISDICTION OF ORGANIZATION <input type="checkbox"/> 7g. ORGANIZATIONAL ID#, If any <input type="checkbox"/> NONE
8. AMENDMENT (COLLATERAL CHANGE): check only one box. Describe collateral <input type="checkbox"/> deleted or <input type="checkbox"/> added, or give entire <input type="checkbox"/> restated collateral description, or describe collateral <input type="checkbox"/> assigned.	
9. NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here <input type="checkbox"/> and enter name of DEBTOR authorizing this amendment.	
a. ORGANIZATION'S NAME OR b. INDIVIDUAL'S LAST NAME <input type="checkbox"/> FIRST NAME <input type="checkbox"/> MIDDLE NAME <input type="checkbox"/> SUFFIX	
10. OPTIONAL FILER REFERENCE DATA CA-0-30673095- 11111	

FILING OFFICE COPY